

# **CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL OF SPORTKING INDIA LIMITED**

## **1. PREAMBLE**

- This Code of Conduct (“the Code”) shall be called ‘Code of Conduct for Board of Directors and Senior Management of ‘Sportking India Limited’ (hereinafter referred to as “the Company”).
- The Code has been framed in compliance with the regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) which stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company.
- The code of conduct shall be posted on the website of the company.
- The conduct of directors should be in accordance with the articles of association of the company, but in no case should contravene the duties specified by the law.

## **2. DEFINITIONS**

For the purpose of the Code the following terms shall have the meanings assigned to them hereunder:

- i. **“Board”** means the board of directors of the Company.
- ii. **“Code”** shall mean Sportking India Limited -Code of Conduct for Directors and Senior Management as amended from time to time.
- iii. **“Compliance Officer”** means the Company Secretary of the Company if he also designated as Compliance Officer by the Board else any senior officer, so designated by the Board for the purpose of compliance with the Code.
- iv. **“Director”** means a member of the Board.
- v. **“Sportking”** or the **“Company”** means Sportking India Limited.
- vi. **“SEBI Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations,2015.
- vii. **“Senior Management”** shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Executive Directors, including all functional heads and all employees at Vice President Position and above.

- viii. **“Conflict of Interest”** means where the interests or benefits of one person or entity conflicts with the interest or benefits of the Company.
- ix. **“Executive Directors/Whole time Directors”** shall mean and include Company’s Managing Director and Director who are in whole time employment of the Company.
- x. **“Independent Directors”** shall mean an Independent Directors as per the provisions of the Companies Act, 2013 and Listing agreement (as revised from time to time)
- xi. **“Non –Executive Directors”** shall mean the Directors who are not in whole time employment of the Company.

### **3. APPLICABILITY**

This Code shall be applicable and binding to the Board of Directors and the Senior Management Personnel of the Company. The Directors and Senior Management Personnel should continue to comply with other applicable / to be applicable policies, rules and procedures of the Company. The Independent Directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 and the Schedule IV thereunder.

### **4. OBJECTIVE**

With a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed. The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code, and the compliance officer will be available to Directors/Senior Management personnel to answer queries / provide clarifications and to help them comply with the code.

### **5. GUIDELINES FOR CONDUCT**

Every Director and Senior Management personnel shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following and will:

- **ACCOUNTABILITY:** The Directors/Senior Management personnel shall discharge their duties in good faith and integrity in business judgment

and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company's objectives. They shall act ethically, honestly, diligently and in good faith to protect the Company's properties, brand equity and image. They shall act in good faith, responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

- **CONFLICT OF INTEREST:** Directors/Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict with the interests of the Company. Notwithstanding anything contain herein, an Independent / Non-Executive Director shall have the full liberty to pursue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee. Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential:-
  - a) They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
  - b) They and their immediate families should generally refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised.
  - c) They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role. If such related party transaction is unavoidable, it must be fully disclosed to the board of the Company. Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.
  
- **COMPLIANCE:** All applicable laws, rules and regulations shall be complied with. In order to assist the Company in promoting lawful and ethical behavior, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Board of Directors through the Company Secretary.

- **OTHER DIRECTORSHIPS:** The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.
- **CONFIDENTIALITY OF INFORMATION:** Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Examples of confidential information include but are not restricted to:

- a) Information not yet released to the public.
  - b) Unpublished company strategy.
  - c) Current or future R&D programs, technical breakthroughs and/or inventions.
  - d) Investments, planned mergers or acquisitions.
  - e) Information received from customers or partners.
  - f) Unpublished Financial data either actual or forecasted.
  - g) Employee information.
- **INSIDER TRADING:** Director/Senior Management personnel shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the company and therefore constituting insider information. All Directors/Senior Management Personnel shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.
  - **INVESTOR FOCUS:** The Directors/Senior Management personnel shall focus on investor satisfaction. They shall ensure that the communications given are accurate and truthful and do not deliberately omit important facts or shall not be of misleading nature.

- **SAFEGUARDING COMPANY'S ASSETS:** The use of Company's assets for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets regardless of whether the same is tangible or intangible is the responsibility of each Director/Senior Management person.
- **GIFT & DONATIONS:** No Director/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favors. Subject to this clause, nominal gifts of commemorative nature, for special events/ achievements or in the course of social relations and normal business courtesies may be accepted/ given.
- **TEAM WORK AND SPIRIT:** The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt that the teams grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.
- **COMPLIANCE OF THE RELATED PARTY TRANSACTIONS:** All the directors and KMPs shall submit their declaration of Interest in the Form MBP-1 to the Board in the First meeting of the Board held in the financial year and ensure that their declaration has been taken on record by the Board. Further that they will not participate and vote at the Board or the members meeting if they are interested and shall comply with the requirement for the Related Party Transactions as given under the Regulation 23 of the SEBI (LODR) Regulations, 2015 as well as provisions of the section 184 and 188 of the Companies Act, 2013 and the rules made thereunder from time to time.

## **6. DUTIES OF DIRECTORS:**

Without limiting the generality of the duties stated in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider

Trading framed there under and other applicable laws, the duties of a director are as under:

- The Directors shall devote sufficient time and attention to professional obligations for informed and balanced decision making.
- The Directors shall act in accordance with the articles of association of the company and in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- The Directors shall have a clear understanding of the aims and objectives, capabilities and capacity and various policies of the Company.
- The Directors shall exercise their duties with due and reasonable care, skill and diligence.
- The Directors shall be required to intimate the change in the directorships held within thirty days of such change.
- The Directors shall bring an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standard of conduct and an objective view in the evaluation of the performance of the Board and the Management.
- The Directors shall ensure that the integrity of financial information and those financial controls and the systems of risk management are robust and defensible.
- The Directors shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice.
- The Directors shall strive to attend and participate constructively & actively, in all general meetings, meetings of the Board and its committees of which they are Chairman or member.

#### **7. CODE FOR INDEPENDENT DIRECTORS SPECIFYING THEIR DUTIES**

A guide to professional conduct for Independent Directors is separately specified under the Companies Act, 2013, in Schedule IV —Code for Independent Directors, which lays down the guidelines of professional conduct for Independent Directors, their role & duties, along with appointment/ reappointment process, evaluation mechanism and requirement for separate meeting of Independent Directors, which is appended as **Annexure I** to this Code.

#### **8. AMENDMENT TO THE CODE**

The provisions of this Code can be amended or modified by the Board of Directors from time to time and all such amendments/modifications shall take effect from the date stated therein.

**9. AFFIRMATION OF COMPLIANCE WITH THE CODE**

All the Board Members and the Senior Management Personnel shall affirm compliance with this Code within 30 days from the close of every financial year. Report shall be forwarded to the Compliance Officer of the Company.

**10. COMPLIANCE OFFICER**

The Company Secretary shall act as a Compliance Officer and shall monitor compliances with the Chairman and Managing Director of the Company.

## **Annexure I**

### **CODE FOR INDEPENDENT DIRECTORS (As per Schedule IV of Companies Act, 2013)**

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

#### **GUIDELINES OF PROFESSIONAL CONDUCT:**

An independent director shall:

- Uphold ethical and standards of integrity and probity.
- Act objectively and constructively while exercising his duties.
- Exercise his responsibilities in a bona fide manner in the interest of the company.
- Devote sufficient time and attention to his professional obligations for informed and balanced decision making.
- Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in a dissenting form the collective judgments of Board in its decision making.
- Not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
- Refrain from any action that would lead to loss of his independence.
- Where circumstance arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly.
- Assist the company in implementing the best corporate governance practices.

#### **ROLE ANDFUNCTIONS**

- The independent directors shall help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- They shall bring an objective view in the evaluation of the performance of board and management.
- They shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.



- They shall satisfy themselves on the integrity of financial information and those financial controls and the systems of risk management are robust and defensible.
- They shall safeguard the interests of all stakeholders, particularly the minority shareholders.
- They shall balance the conflicting interest of the stakeholders
- They shall determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.
- They shall moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

### **DUTIES:**

The independent directors shall:

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.
- Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company/
- Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member.
- Participate constructively and actively in the committees of the Board in which they are chairpersons or members,
- Strive to attend the general meetings of the company/
- Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting.
- Keep them well informed about the company and the external environment in which it operates.
- Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company.
- Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- Act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price

sensitive information, unless such disclosure is expressly approved by the Board or required bylaw

**MANNER OF APPOINTMENT:**

- Appointment process of independent directors shall be independent of the company management. While selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management.
- The appointment of independent directors shall be formalized through a letter of appointment, which shall set out
  - (a) the term of appointment;
  - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - (d) the Code of Business Ethics that the company expects its directors
  - (e) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.

**MANNER OF RE-APPOINTMENT:** The re-appointment of independent director shall be on the basis of report of performance evaluation.

**RESIGNATION OR REMOVAL:**

- The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case maybe.
- Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

### **SEPARATE MEETINGS:**

- The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management.
- All the independent directors of the company shall strive to be present at such meeting.
- The meeting shall:
  - (a) Review the performance of non-independent directors and the Board as a whole;
  - (b) Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - (c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **PERFORMANCE EVALUATION**

- The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- On the basis of the report of performance evaluation, it shall be determined whether to re-appoint the independent director.

### **TRAINING PROGRAMME**

The independent directors shall attend the training programme as may be organized by the Company in order to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.